

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847 318 7575
Fax 847 318 7588

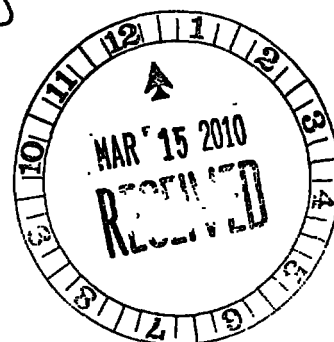
RECORDATION NO.

25796-D

FILED

MAR 16 '10 -11 55 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

March 12, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S W , Suite 100
Washington, D C 20423-0001
Attn. Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated February 25, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 25796.

The names and addresses of the parties to the enclosed document are

Lessor:	First Union Rail Corporation	Lessee	Mosaic Crop Nutrition, LLC
	One O'Hare Centre		3033 Campus Drive, Suite E490
	6250 N River Road, Suite 5000		Plymouth, MN 55441
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is for seventy five (75) 4750 cu ft capacity, unlined covered hopper cars, having FURX, PRAX and RUSX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures
(MOCN007)

ASSGN. NO.: MOCN007

MEMORANDUM OF LEASE MAR 16 '10 -11 55 AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of February, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Mosaic Crop Nutrition, LLC, ("Lessee"), a Delaware limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 29, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 31, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR

VICE PRESIDENT SALES & MARKETING

Title: _____

By: Janice L. EnolvaName: Janice L. EnolvaTitle: Manager of DocumentationExecuted on this 25th day of February, 2010.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 25th day of February, 2010

Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

MOSAIC CRIP NUTRITION, LLC

ATTEST:

By: [Signature]

Name: Richard N. McTellan

Title: Vice President

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____

[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Hennepin

I, Mary Danielson, a Notary Public of the County and State aforesaid, certify that Richard N. McTellan personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 12 day of February 2010

[Signature]
Notary Public

Commission Expires:

Jan. 31, 2014
(Notary Public)

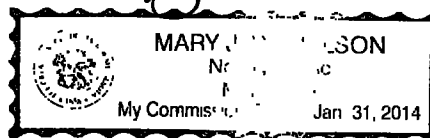


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: **Seventy-five (75)**

DESCRIPTION OF CARS: 4750 cu. ft capacity, unlined covered hopper cars equipped with trough hatches and gravity gates, 263,000 TWR

CAR NUMBERS.

FURX 815212	FURX 815446
FURX 815217	FURX 815447
FURX 815218	FURX 815448
FURX 815223	FURX 815459
FURX 815226	FURX 815465
FURX 815234	FURX 815466
FURX 815236	FURX 815469
FURX 815239	FURX 815470
FURX 815244	FURX 815473
FURX 815252	FURX 815478
FURX 815260	FURX 818500
FURX 815266	FURX 818504
FURX 815272	FURX 818512
FURX 815273	FURX 818565
FURX 815282	FURX 824509
FURX 815284	FURX 824657
FURX 815292	FURX 824708
FURX 815330	FURX 826249
FURX 815348	FURX 828662
FURX 815359	FURX 828793
FURX 815361	FURX 828946
FURX 815362	FURX 828985
FURX 815365	FURX 829203
FURX 815368	FURX 830982
FURX 815369	FURX 832193
FURX 815372	PRAX 823909
FURX 815380	PRAX 823975
FURX 815381	PRAX 828300
FURX 815383	PRAX 828983
FURX 815403	PRAX 829006
FURX 815405	RUSX 800247
FURX 815410	RUSX 800256
FURX 815414	RUSX 800264
FURX 815417	RUSX 800265
FURX 815422	RUSX 800278
FURX 815426	RUSX 800290
FURX 815435	RUSX 800291
FURX 815444	Count: 75

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IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written

LESSOR

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT OF FIRST UNION RAIL CORPORATION

Title: _____

ATTEST.

By: Janice L EnolvaName: Janice L EnolvaTitle: Manager of DocumentationExecuted on this 25th day of February, 2010

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

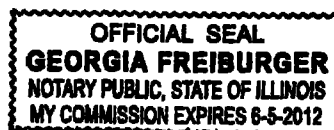
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 25th day of February, 2010

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

MOSAIC CRIP NUTRITION, LLC

ATTEST:

By:

Name:

Title:

By:

Name:

Title:

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Hennepin

I, Mary Danielson, a Notary Public of the County and State aforesaid, certify that Richard N. McEllan personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 12 day of February 2010

Notary Public

Commission Expires:

Jan 31, 2014
(Notary Public)

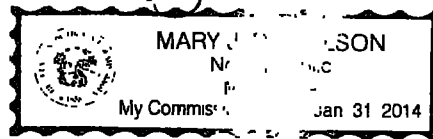


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FURX 815244	FURX 815473
FURX 815252	FURX 815478
FURX 815260	FURX 818500
FURX 815266	FURX 818504
FURX 815272	FURX 818512
FURX 815273	FURX 818565
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FURX 815292	FURX 824708
FURX 815330	FURX 826249
FURX 815348	FURX 828662
FURX 815359	FURX 828793
FURX 815361	FURX 828946
FURX 815362	FURX 828985
FURX 815365	FURX 829203
FURX 815368	FURX 830982
FURX 815369	FURX 832193
FURX 815372	PRAX 823909
FURX 815380	PRAX 823975
FURX 815381	PRAX 828300
FURX 815383	PRAX 828983
FURX 815403	PRAX 829006
FURX 815405	RUSX 800247
FURX 815410	RUSX 800256
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LESSOR

FIRST UNION RAIL CORPORATION

ATTEST:

By

Name.

RICHARD F. SEYMOUR

Title:

VICE PRESIDENT - LEASES

By.

Janice L Enolva

Name.

Janice L Enolva

Title:

Manager of Documentation

Executed on this

25th day of February, 2010.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

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WITNESS my hand and official stamp or seal, this 25th day of February, 2010

Notary Public

My Commission Expires

6-2012

(Notary Public)



LESSEE:

MOSAIC CRIP NUTRITION, LLC

ATTEST:

By:

Name

Title:

[Signature]

Richard A. McHellan

Vice President

By. _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____

[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Hennepin

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Commission Expires:

Jan 31, 2014
(Notary Public)

Mary Danielson
Notary Public

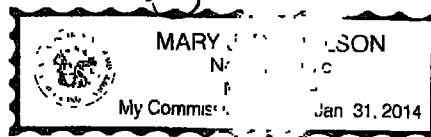


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